



**Illinois
Central
Gulf**

An **IC Industries** Company

Dennis N. Melin
Vice President
Financial Planning
and Treasurer

Illinois Central
Gulf Railroad
Two Illinois Center
233 North Michigan Avenue
Chicago, IL 60601
(312) 565 1600

December 26, 1979

Honorable Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20436

6502-14
RECORDED
JAN 2 1980
3-002A147

Re: Illinois Central Railroad Company Chattel Mortgage dated
as of February 15, 1972 (Recordation Nos. 6502, 6502-A,
6502-C, 6502-D, 6502-E and 6502-F

JAN 2 1980
Date
Fee \$

Dear Ms. Mergenovich:

ICB Washington, D. C.

Enclosed for recording with the Interstate Commerce Commission
is Amendment No. 6 dated as of November 15, 1979, to the above mortgage,
which was recorded as shown above. Illinois Central Gulf Railroad Company
is the successor in interest to Illinois Central Railroad Company.

Also enclosed is a check payable to the Interstate Commerce
Commission to cover the recording fee for this Supplement.

The parties to this transaction are:

Mortgagee	First National Bank of Chicago One First National Plaza Chicago, Illinois 60670
Mortgagor	Illinois Central Gulf Railroad Company 233 North Michigan Avenue Chicago, Illinois 60601

The equipment covered by the Amendment is set out in Schedule B
attached hereto.

Upon completion of the recording, please deliver to the bearer
of this letter all counterparts not required for retention in your files.

Very truly yours,

R. H. Hughes
Assistant to the Treasurer

cc: Mr. W. H. Sanders

Sam R. Watkins
Sam R. Watkins

CHattel MORTGAGE BALLO AS OF 2/15/72

REPLACEMENT EQUIPMENT

SCHEDULE B

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As Of 2/15/72</u>	<u>Depreciated Value</u>
34	70-ton Covered Hoppers	IC 54790-54791, inc. IC 54794-54799, inc. IC 54803-54807, inc. IC 54809 IC 54812-54813, inc. IC 54815 IC 54817 ICG 715209 ICG 715213 ICG 715216 ICG 715222 ICG 715240 ICG 715245 ICG 715252 ICG 715266 ICG 715282 ICG 715292 ICG 715300-715302, inc. ICG 715310 ICG 715314 ICG 715316	\$338,873	\$118,606

Interstate Commerce Commission
Washington, D.C. 20423

1/2/80

OFFICE OF THE SECRETARY

R.H. Hughes
Illinois Central Gulf
233 N. Michigan Ave.
Chicago, Illinois 60601

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/2/80 at 3:45pm, and assigned recordation number(s). 6502-G

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

AMENDMENT NO. 6 TO CHATTEL MORTGAGE ON RAILROAD
CARS FILED AND RECORDED WITH THE INTERSTATE
COMMERCE COMMISSION UNDER RECORDATION
NOS. 6502, 6502-A, 6502-C, 6502-D, 6502-E and 6502-F

6502-B
JAN 2 1980

This Amendment No. 6 is entered into as of November 15, 1979, between Illinois Central Gulf Railroad Company (formerly Illinois Central Railroad Company), a railroad corporation duly organized and existing under the laws of the State of Delaware, having its principal office and place of business at 233 North Michigan Avenue, Chicago, Illinois, (herein called "Mortgagor") and the First National Bank of Chicago, a national banking association, having its principal office and place of business at One First National Plaza, Chicago, Illinois, (herein called "Mortgagee").

WHEREAS, as security for the payment of a note more fully described in that certain Chattel Mortgage filed and recorded with the Interstate Commerce Commission under Recordation Nos. 6502, 6502-A, 6502-C, 6502-D, 6502-E and 6502-F (herein called "Chattel Mortgage") Mortgagor granted to Mortgagee as of February 15, 1972, a mortgage on certain railroad cars of Mortgagor; and

WHEREAS, from time to time 82 railroad cars subject to the Chattel Mortgage, having a depreciated value of \$118,060.00 have been destroyed or retired; and

WHEREAS, Mortgagor wishes to replace the destroyed or retired railroad cars with 34 railroad cars having a depreciated value of \$118,600.00.

NOW, THEREFORE, Mortgagor and Mortgagee hereby amend the Chattel Mortgage by eliminating from the Chattel Mortgage the 82 railroad cars described in Schedule A to this Amendment No. 6 and by substituting therefor, subject to the terms of the Chattel Mortgage, the 34 railroad cars described in Schedule B to this Amendment No. 6.

IN WITNESS WHEREOF, Mortgagor, Illinois Central Gulf Railroad Company, and Mortgagee, the First National Bank of Chicago, have respectively caused this instrument to be signed and attested by their respective duly authorized officers and their respective corporate seals to be hereunto affixed as of this 15th day of November, 1979.

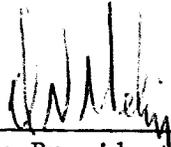
(CORPORATE SEAL)

ILLINOIS CENTRAL GULF RAILROAD COMPANY

ATTEST:



Assistant Secretary

By: 

Vice President-Financial Planning
and Treasurer

(CORPORATE SEAL)

THE FIRST NATIONAL BANK OF CHICAGO

ATTEST:



Loan Officer

By: 

Vice President

CHATTEL MORTGAGE DATED AS OF 2/15/72

DESTROYED OR RETIRED EQUIPMENT

SCHEDULE A

<u>Number Of Units</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As Of 2/15/72</u>
2	50-ton Gondola	IC 2403	\$3,348
		IC 2419	3,348
2	55-ton Gondola	IC 296385	4,482
		IC 296396	4,482
71	50-ton Boxcars	IC 15524	4,352
		IC 15586	4,352
		IC 15598	4,352
		IC 15623	4,352
		IC 15660	4,352
		IC 15667	4,352
		IC 15672	4,352
		IC 15679	4,352
		IC 15680	4,352
		IC 15695	4,352
		IC 15729	4,352
		IC 15735	4,352
		IC 15737	4,352
		IC 15743	4,352
		IC 15755	4,352
		IC 15791	4,352
		IC 15802	4,352
		IC 15807	4,352
		IC 15981	4,352
		IC 15992	4,352
		IC 22046	2,445
		IC 22118	2,445
		IC 22287	2,445
		IC 22528	2,445
		IC 22585	2,445
		IC 22600	2,445
		IC 22790	2,445
		IC 23152	2,445
		IC 23255	2,445
		IC 23353	2,445
		IC 23433	2,445
		IC 23509	4,819
		IC 23571	4,819
		IC 23573	4,819
		IC 200127	4,736
		IC 200131	4,736

CHATTEL MORTGAGE DATED AS OF 2/15/72

REPLACEMENT EQUIPMENT

SCHEDULE B

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value</u> <u>As Of 2/15/72</u>	<u>Depreciated</u> <u>Value</u>
34	70-ton Covered Hoppers	IC 54790-54791, inc. IC 54794-54799, inc. IC 54803-54807, inc. IC 54809 IC 54812-54813, inc. IC 54815 IC 54817	\$338,873	\$118,606
		ICG 715209 ICG 715213 ICG 715216 ICG 715222 ICG 715240 ICG 715245 ICG 715252 ICG 715266 ICG 715282 ICG 715292 ICG 715300-715302, inc. ICG 715310 ICG 715314 ICG 715316		